

1099 DESIGNATION

In order to insure compliance with the information reporting requirements of Section 6045 of the Internal Revenue Code and the regulations promulgated pursuant thereto, the parties hereto enter into this Written Designation Agreement on this 28 day of December, 1998, and agree as follows:

Section 1. Reporting Person. In accordance with Regulation Section 1.6045-4(e)(5)(iii), the parties hereby designate the following person to act as the "reporting person" for the purpose of filing, filing and maintaining any and all information returns required by Section 6045 in connection with this transaction:

Name of Reporting Person: Chicago Title Company

Address of Reporting Person: 16969 Von Karman Avenue, Suite 200, Irvine, California 92606.

The parties agree and acknowledge that the reporting person herein identified is an eligible person under Regulation Section 1.6045-4(e)(5)(ii). The reporting person hereby covenants and agrees to fully comply with all reporting and other requirements of Internal Revenue Code Section 6045 and the regulations promulgated thereunder. The reporting person specified herein agrees to file the forms between the end of the calendar year in which the transactions contemplated herein occur and February 28 of the following calendar year.

Section 2. Transferor and Transferee.

Name of Transferor: Boeing Realty Corporation, a California corporation (formerly McDonnell Douglas Realty Company).

Address of Transferor: 4060 Lakewood Boulevard, 6th Floor, Long Beach, California 90808-1700.

Name of Transferee: Vestar California XXII, L.L.C., an Arizona limited liability company.

Address of Transferee: 2425 East Camelback Road, Suite 750, Phoenix, Arizona 85016.

Section 3. Subject Property. The real property which is the subject of this Agreement is located at the southwest corner of Normandie Avenue and 190th Street in the City of Los Angeles, California as more fully described in the legal description attached hereto as Exhibit "1" and incorporated herein by this reference.

Section 4. Retention of Agreement. Each of the parties to this Agreement agrees to retain a copy of this Agreement for at least four (4) years after the Closing Date. Upon request by the Internal Revenue Service or any person involved in the subject transaction, other than the parties hereto, each party agrees to provide copies of this Agreement for inspection as required by Regulation 1.6045-4(e)(5)(iii).

IN WITNESS WHEREOF, the parties hereto have executed this Written Designation Agreement as of the date first above written.

TRANSFEROR:

BOEING REALTY CORPORATION, a
California corporation (formerly known as
McDonnell Douglas Realty Company)

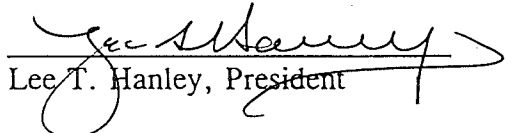
By: _____

TRANSFeree:

VESTAR CALIFORNIA XXII, L.L.C., an
Arizona limited liability company

By: Hanley Investments Limited Partnership, an
Arizona limited partnership, its Managing
Member

By: Hanley Corporation, an Arizona
corporation, its General Partner

By: 
Lee T. Hanley, President

CHICAGO TITLE COMPANY

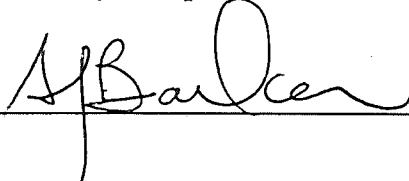
By: _____
Its: Attorney-In-Fact

"Reporting Person"

IN WITNESS WHEREOF, the parties hereto have executed this Written Designation Agreement as of the date first above written.

TRANSFEROR:

BOEING REALTY CORPORATION, a California corporation (formerly known as McDonnell Douglas Realty Company)

By: 

TRANSFeree:

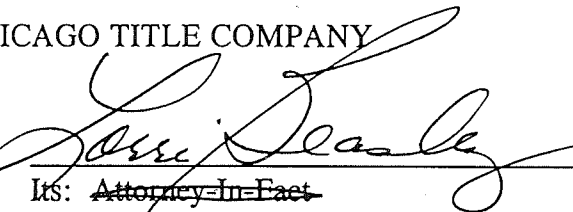
VESTAR CALIFORNIA XXII, L.L.C., an Arizona limited liability company

By: Hanley Investments Limited Partnership, an Arizona limited partnership, its Managing Member

By: Hanley Corporation, an Arizona corporation, its General Partner

By: _____
Lee T. Hanley, President

CHICAGO TITLE COMPANY

By: 
Its: ~~Attorney-In-Fact~~

"Reporting Person"

EXHIBIT 1
TO 1099 DESIGNATION

LEGAL DESCRIPTION

Lots 1 through 8 of Tract No. 52172-01 in the City of Los Angeles, as filed in Book 1233, Pages 79 through 83, inclusive, of Maps in the Official Records of the County of Los Angeles, State of California.